

JOINT REPRESENTATION CONFLICT WAIVER

Date: [Date]

To:

[Founder 1 Name]

[Founder 2 Name]

[Founder 3 Name]

From:

[Law Firm/Attorney Name]

Re: Joint Representation in Connection with the Formation of [Company Name]

Dear Founders,

This letter confirms that [Law Firm Name] ("the Firm") has been requested to represent [Founder 1], [Founder 2], and [Founder 3] (collectively, the "Founders") jointly in connection with the formation of [Company Name] (the "Company") and related matters, including the drafting of the certificate of incorporation, bylaws, and founder stock purchase agreements.

1. Joint Representation

While the Founders currently share a common goal, their individual interests may eventually diverge regarding equity splits, vesting schedules, intellectual property contributions, or management rights. In a joint representation, the Firm represents all Founders collectively rather than any individual Founder against the others.

2. Potential Conflicts of Interest

Under professional conduct rules, a conflict of interest exists if the representation of one client is directly adverse to another, or if there is a significant risk that the representation will be materially limited by responsibilities to another client. By signing this letter, you acknowledge these potential conflicts and waive them for the purpose of this formation.

3. Confidentiality and Privilege

In a joint representation, any information shared by one Founder with the Firm regarding the Company's formation will not be kept confidential from the other Founders. However, this information remains protected by attorney-client privilege against third parties outside the group.

4. Withdrawal

If a dispute arises between the Founders that cannot be resolved, the Firm may be required to withdraw from representing any or all of you in this matter. In such an event, each Founder will need to seek independent legal counsel at their own expense.

5. Recommendation for Independent Counsel

The Firm advises each Founder that they have the right to, and should consider, seeking independent legal advice before signing this waiver and proceeding with joint representation.

By signing below, you agree to the terms of this joint representation and waive any conflicts of interest arising from it.

[Founder 1 Signature]

Date:

[Founder 2 Signature]

Date:

[Founder 3 Signature]

Date: